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RECORDATION NO.

23031

FILED

AUG 01 '00

3-55 PM

SURFACE TRANSPORTATION BOARD

URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

August 1, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Amtrak Trust 2000-E

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease of Railroad Equipment (Amtrak 2000-E) dated as of August 1, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of a Memorandum of Loan and Security Agreement (Amtrak 2000-E) dated as of August 1, 2000, a secondary document related thereto.

The names and addresses of the parties to the enclosed document are:

Lessor and Trustee:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19801
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue, N.E. Washington, D.C. 20002
Lender:	AME Investments, LLC c/o Ambac Capital Corp. One Street Plaza New York, New York 10004

Mr. Vernon A. Williams

August 1, 2000

Page Two

A description of the railroad equipment covered by the enclosed document is:

11 coach class railcars within the series AMTK 82504 - AMTK 82515

6 Superliner Baggage coaches within series AMTK 31016 - AMTK 31044

A short summary of the document to appear in the index follows:

Lease of Equipment between Wilmington Trust Company, Lessor, and Amtrak, Lessee covering 11 coach class railcars within the series AMTK 82504 - AMTK 82515 and 6 Superliner Baggage coaches within series AMTK 31016 - AMTK 31044.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 2000-E) dated as of August 1, 2000, between WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Trustee under the Trust Agreement (Amtrak Trust 2000-E) dated as of August 1, 2000, (in such capacity, the "*Lessor*"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "*Lessee*"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment (Amtrak Trust 2000-E) dated as of August 1, 2000 (the "*Lease*") and that certain Lease Supplement No. 1 (Amtrak Trust 2000-E) dated as of August 1, 2000 ("*Supplement No. 1*") (the terms of each of which are incorporated herein by reference), covering the railroad equipment identified in Schedule A hereto, bearing the equipment numbers of the Lessee shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, the Lease and Supplement No. 1 shall be effective as of the Closing Date (as defined in the Lease); and

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

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IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Trustee, as
aforesaid

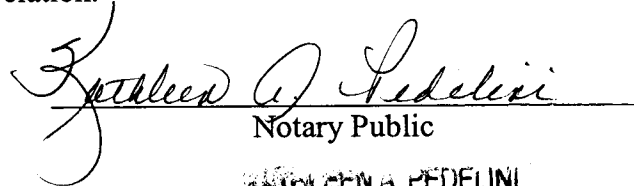
By: 
Name: **Anita Dallago**
Title: **Financial Services Officer**

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____
Name: _____
Title: _____

STATE OF DELAWARE)
) ss.:
COUNTY OF NEW CASTLE)

On this 24th day of July, 2000, before me personally appeared Anita E. Dallago, to me personally known, who, by me being duly sworn, says that he/she is FSO of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.


Notary Public

KATHLEEN A. PEDELINI
NOTARY PUBLIC-DELAWARE
My Commission Expires Oct. 31, 2002

My Commission Expires: _____

DISTRICT OF COLUMBIA)
) ss.:
)

On this ____ day of _____, 2000, before me personally appeared Carol J. Dillon, to me personally known, who, by me being duly sworn, says that she is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

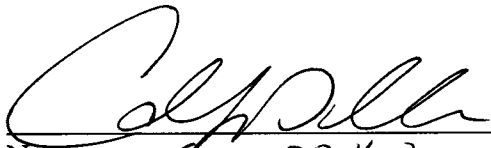
My Commission Expires: _____

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Trustee, as
aforesaid

By: _____
Name:
Title:

NATIONAL RAILROAD PASSENGER
CORPORATION

By:  _____
Name: Carol D. Miller
Title: Treasurer

STATE OF DELAWARE)
) ss.:
COUNTY OF NEW CASTLE)

On this ____ day of _____, 2000, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he/she is _____ of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Notary Public

My Commission Expires: _____

DISTRICT OF COLUMBIA)
) ss.:
)

On this 26 day of July, 2000, before me personally appeared Carol J. Dillon, to me personally known, who, by me being duly sworn, says that she is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires: 2/14/05

(AMTRAK TRUST 2000-E)DESCRIPTION OF UNITSLot 1

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>	
82504	Amfleet I	Coach Class
82505	Amfleet I	Coach Class
82506	Amfleet I	Coach Class
82507	Amfleet I	Coach Class
82509	Amfleet I	Coach Class
82510	Amfleet I	Coach Class
82511	Amfleet I	Coach Class
82512	Amfleet I	Coach Class
82513	Amfleet I	Coach Class
82514	Amfleet I	Coach Class
82515	Amfleet I	Coach Class

Schedule A to
Memorandum of Lease**Lot 2****Amtrak
Equipment
Number****Equipment Type**

31016	Superliner I	Superliner Baggage Coach
31021	Superliner I	Superliner Baggage Coach
31028	Superliner I	Superliner Baggage Coach
31034	Superliner I	Superliner Baggage Coach
31042	Superliner I	Superliner Baggage Coach
31044	Superliner I	Superliner Baggage Coach